

CIVIL COVER SHEET

The JS-44 civil cover sheet and the information contained herein must be replaced and supplemented by the filing of a separate pleading or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

I. (a) PLAINTIFFS

Intel Corporation, a Delaware corporation

DEFENDANTS

Intelsource Solutions, LLC, a Texas corporation

3 03 CV 1504 G

(b) County of Residence of First Listed Plaintiff Santa Clara, California
(EXCEPT IN U.S. PLAINTIFF CASES)County of Residence of First Listed Defendant Collin, Texas
(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE LAND INVOLVED.

(c) Attorney's (Firm Name, Address, and Telephone Number)

Sam F. Baxter
McKool Smith, P.C.
300 Crescent Court, Suite 1500
Dallas, TX 75201
(214) 978-4000 Telephone (214) 978-4044 Facsimile

Attorneys (If Known)

JUL - 3 2003

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- ☐ 1 U.S. Government Plaintiff ☒ 3 Federal Question (U.S. Government Not a Party)
- ☐ 2 U.S. Government Defendant ☐ 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

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|--|---|----------------------------|----------------------------|
| PTF | DEF | PTF | DEF |
| <input type="checkbox"/> 1 Citizen of This State | <input checked="" type="checkbox"/> 1 x 1 Incorporated or Principal Place of Business In This State | <input type="checkbox"/> 4 | <input type="checkbox"/> 4 |
| <input type="checkbox"/> 2 Citizen of Another State | <input checked="" type="checkbox"/> 2 x 2 Incorporated and Principal Place of Business In Another State | <input type="checkbox"/> 5 | <input type="checkbox"/> 5 |
| <input type="checkbox"/> 3 Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 Foreign Nation | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 |

IV. NATURE OF SUIT (Place an "X" in One Box Only)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES	
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excl. Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury	PERSONAL INJURY <input type="checkbox"/> 362 Personal Injury—Med. Malpractice <input type="checkbox"/> 365 Personal Injury—Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability PERSONAL PROPERTY <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 R.R. & Truck <input type="checkbox"/> 650 Airline Regs <input type="checkbox"/> 660 Occupational Safety/Health <input checked="" type="checkbox"/> 690 Other	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input checked="" type="checkbox"/> 840 Trademark	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce/ICC Rates/etc. <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 810 Selective Service <input type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes <input type="checkbox"/> 890 Other Statutory Actions
REAL PROPERTY <input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	CIVIL RIGHTS <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 440 Other Civil Rights	PRISONER PETITIONS <input type="checkbox"/> 510 Motions to Vacate Sentence <input type="checkbox"/> Habeas Corpus: <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition	LABOR <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl. Ret. Inc. Security Act	SOCIAL SECURITY <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) FEDERAL TAX SUITS <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS—Third Party 26 USC 7609	

V. ORIGIN

(PLACE AN "X" IN ONE BOX ONLY)

- ☒ 1 Original Proceeding ☐ 2 Removed from State Court ☐ 3 Remanded from Appellate Court ☐ 4 Reinstated or Reopened ☐ 5 Transferred from another district (specify) ☐ 6 Multidistrict Litigation ☐ 7 Appeal to District Judge from Magistrate Judgment

VI. CAUSE OF ACTION

(Cite the U.S. Civil Statute under which you are filing and write brief statement of cause. Do not cite jurisdictional statutes unless diversity.)

Complaint for damages and injunctive relief based on violations of the Lanham Act, as amended, 15 U.S.C. §§ 1051-1127. The Court has jurisdiction over the state law claims pursuant to 28 U.S.C. §§ 1367

VII. REQUESTED IN COMPLAINT:

☐ CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23

DEMAND \$

CHECK YES only if demanded in complaint:

JURY DEMAND: ☐ Yes ☒ No

VIII. RELATED CASE(S) IF ANY

(See instructions):

JUDGE

DOCKET NUMBER

DATE

SIGNATURE OF ATTORNEY OF RECORD

7/3/03

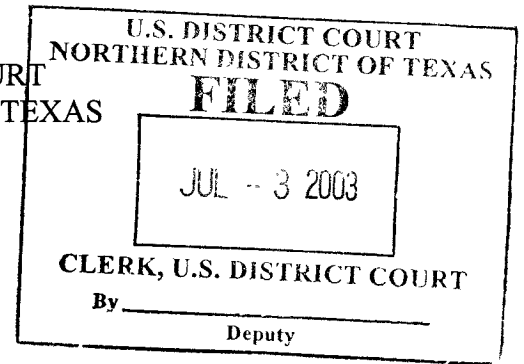
Sam Baxter

FOR OFFICE USE ONLY

RECEIPT # _____ AMOUNT _____ APPLYING IFP _____ JUDGE _____ MAG JUDGE _____

ORIGINAL

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION



INTEL CORPORATION,
a Delaware corporation,

Plaintiff,

v.

INTELSOURCE SOLUTIONS, LLC,
a Texas corporation,

Defendant.

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Case No.: _____

COMPLAINT FOR DAMAGES AND INJUNCTIVE RELIEF

Plaintiff Intel Corporation, by its attorneys, alleges as follows:

1. This action arises from Defendant IntelSource Solutions, LLC's promotion and sale of advertising services, including web design, e-commerce, and the production of interactive multimedia presentations, under a mark, trade name, and domain name which incorporate one of the most famous trademarks in the world — INTEL. In short, IntelSource Solutions, LLC (hereinafter referred to as "IntelSource" or "Defendant") has adopted Intel Corporation's (hereinafter referred to as "Intel") INTEL mark, with the addition of the generic term "Source," for services that are similar to those offered by Intel, including Intel® Solution Services, a worldwide consulting and research organization specializing in e-commerce solutions and related web services. Defendant's INTELSOURCE name is likely to cause confusion among consumers that Intel is the source or sponsor of Defendant's services, or that there is an association between the companies. Consequently, Intel seeks preliminary and permanent injunctive relief and damages for injuries that have been, and will continue to be, caused by IntelSource's use of the

INTELSOURCE trademark, trade name and domain name in violation of the Lanham Act (15 U.S.C. §§ 1051-1127 *et seq.*), the Federal Trademark Dilution Act of 1995 (15 U.S.C. § 1125(c)), the dilution law of the State of Texas (TEX. BUS. & COM. CODE § 16.29), and the common law doctrines of passing off and unfair competition.

I. JURISDICTION AND VENUE

2. This Court has jurisdiction over this matter pursuant to 15 U.S.C. § 1121 and 28 U.S.C. §§ 1331, 1332, 1338 and 1367. Intel's claims are, in part, based on violations of the Lanham Act, as amended, 15 U.S.C. §§ 1051-1127. The Court has jurisdiction over the state law claims pursuant to 28 U.S.C. §§ 1332, 1338(b), and 1367.

3. Venue lies in the Northern District of Texas pursuant to 28 U.S.C. § 1391(b) and (c). Intel is informed and believes that IntelSource transacts business in this District and may otherwise be found here, and a substantial part of the events and omissions giving rise to Intel's claims occurred in this District.

II. THE PARTIES

4. Plaintiff Intel is a Delaware corporation having its principal place of business at 2200 Mission College Boulevard, Santa Clara, California. Intel develops, manufactures and sells a broad spectrum of high-technology, state-of-the-art products, ranging from the bedrock "ingredients" of computing architecture and personal computers, such as microprocessors, microchips, chip sets, computer memory, circuit boards, computer systems, and software, to communications, networking, and Internet related products. Intel also uses its mark in connection with computer, communications and Internet services including e-commerce and web consulting. Intel is widely recognized as a world leader in high-technology products and services. Intel's products and services are sold worldwide and throughout the United States, including the Northern District of Texas.

5. Defendant IntelSource is a Texas corporation, believed to have its principal place of business at 6600 Paige Road, Suite 202, The Colony, Lewisville, TX 75056. IntelSource is a full service advertising agency in the business of selling Internet services such as e-commerce

consulting and web site design as evidenced by its web site located at www.intelsource.com. IntelSource also offers the design of multimedia and printed presentations, and high quality printing services to its clients. Upon information and belief, Defendant uses the trade name and mark INTELSOURCE and the www.intelsource.com domain name.

III. INTEL'S BUSINESS AND MARKS

6. Intel develops, manufactures and sells a variety of computing, communications, and Internet-related software and hardware products and related services. Intel's customers and/or ultimate purchasers have included individual consumers, businesses, schools, computer manufacturers, industrial manufacturers, telecommunications equipment manufacturers, the government, the aircraft industry and the military.

7. For more than 30 years, Intel has used INTEL as a trade name, trademark and service mark throughout the United States and the world to identify virtually its entire line of products and services. INTEL is one of the most valuable and respected names and trademarks in the world, and among the most famous names and trademarks in the technology industry. Indeed, in 1993 Financial World ranked the "INTEL" trademark as the third most valuable brand in the world, behind Coca-Cola and Marlboro. The INTEL brand has retained this recognition which is shown by Business Week's report in 2002 that the INTEL brand was ranked fifth in Interbrand's World's Most Valuable Brands Survey, with an estimated value of \$30.8 billion. Further, from 1996 to the present, Fortune Magazine has annually celebrated Intel as one of the top ten "Most Admired Corporations in America" – an honor Intel has shared alongside such companies as General Electric, Microsoft and Coca-Cola.

8. Intel uses its INTEL mark as its "house mark" on or in connection with virtually every product and service it sells. In 2002 alone, Intel sold over \$26.7 billion of INTEL branded goods and services and, in the last decade, Intel has sold over \$225 billion of products and services under the INTEL name and mark.

9. In particular, Intel offers under the INTEL brand its Intel® Solution Services, a worldwide consulting and research organization specializing in e-commerce solutions and related

web services. In general, Intel® Solution Services helps its clients develop cost-effective e-business solutions to complex business problems using the latest Intel technologies.

10. In addition to its computing, communications, and Internet-related software and hardware products and related services, Intel sells directly to the public, through its web sites at www.shopintel.com and www.theintelstore.com, a variety of non-technology related goods, including clothing, accessories, toys, stationary, luggage and traveling gear, watches, key rings, pens and pencils, mugs and water bottles.

11. Intel is the owner of numerous U.S. trademark registrations for the mark INTEL, including the following:

a. Intel is the owner of U.S. Trademark Registration Nos. 914,978 and 938,772 issued on June 15, 1971 and July 25, 1972, respectively, for the mark INTEL for use in connection with integrated circuits, registers and semiconductor memories and equipment for the testing and programming thereof. These registrations, duly and legally issued by the United States Patent and Trademark Office, are valid, subsisting, and incontestable pursuant to 15 U.S.C. § 1065. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. Copies of these registrations are attached hereto as Exhibits A and B.

b. Intel is the owner of U.S. Trademark Registration No. 939,641 issued on August 1, 1972 for the mark INTEL for use in connection with integrated circuits, registers, and semiconductor memories. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid, subsisting, and incontestable pursuant to 15 U.S.C. § 1065. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit C.

c. Intel is the owner of U.S. Trademark Registration No. 1,022,563, issued on October 14, 1975, for the mark INTEL for use in connection with microcomputers, microcontrollers, and microprocessors. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid, subsisting, and incontestable pursuant to 15 U.S.C.

§ 1065. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit D.

d. Intel is the owner of U.S. Trademark Registration No. 2,171,778, issued on July 7, 1998, for the mark INTEL for use in connection with, among other things, computer operating system software, computer hardware, integrated circuits, integrated circuit chips, microprocessors, printed circuit boards, video circuit boards, audio-video circuit boards, video graphic accelerators, multimedia accelerators, video processors, computer hardware and software for the development, maintenance, and use of interactive audio-video computer conference systems, and computer hardware and software for the receipt, display and use of broadcast video, audio and data signals. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit E.

e. Intel is the owner of U.S. Trademark Registration No. 2,446,693, issued on April 24, 2001, for the mark INTEL for use in connection with, among other things, computers, computer hardware, software for use in operating and maintaining computer systems, microprocessors, integrated circuits, computer chipsets, computer motherboards, computer graphics boards, computer networking hardware, computer peripherals, video apparatus, video circuit boards, apparatus and equipment for recording, processing, receiving, reproducing, transmitting, modifying, compressing, decompressing, broadcasting, merging and/or enhancing sound, video images, graphics, and data, electronic control boxes for the interface and control of computer and global computer networks with television and cable broadcast equipment, video conferencing equipment, computer programs for recording, processing, receiving, reproducing, transmitting, modifying, compressing, decompressing, broadcasting, merging, and/or enhancing sound, video, images, graphics, and data, and video conferencing equipment. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and

subsisting. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit F.

f. Intel is the owner of U.S. Trademark Registration No. 2,462,327, issued on June 19, 2001, for the mark INTEL for use in connection with, among other things, digital cameras and PC cameras, computer hardware and software for use in imaging and photographic applications; CD ROMs for imaging and photographic applications, imaging sensors; interactive multimedia computer game programs, and interactive video game programs. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit G.

g. Intel is the owner of U.S. Trademark Registration No. 2,585,551, issued on June 25, 2002, for the mark INTEL for use in connection with, among other things, computer services including computer web site design services, development of interactive web pages, development of local and wide area computer networks, computer diagnostic services, provision of electronic information services, electronic bulletin board services, computer hardware, installation and repair services and education services in the field of computers. This registration, duly and legally issued by the United States Patent Office, is valid and subsisting. Intel uses the notice of registration “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit H.

h. Intel is the owner of U.S. Trademark Registration No. 2,365,149, issued on July 4, 2000, for the mark INTEL for use in connection with financing services. This registration, duly and legally issued by the United States Patent Office, is valid and subsisting. Intel uses the notice of registration “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit I.

i. Intel is the owner of U.S. Trademark Registration No. 2,444,762, issued on April 17, 2001, for the mark INTEL for use in connection with, among other things, leasing of computer equipment, leasing of office furniture, and leasing of office equipment. This

registration, duly and legally issued by the United States Patent Office, is valid and subsisting. Intel uses the notice of registration “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit J.

j. Intel is the owner of U.S. Trademark Registration No. 1,573,324, issued on December 26, 1989, for the mark INTEL for use in connection with printed material, namely, technical manuals, pamphlets, user and product manuals, all of which relate to the field of information and data technology and semiconductor devices. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid, subsisting, and incontestable pursuant to 15 U.S.C. § 1065. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit K.

k. Intel is the owner of U.S. Trademark Registration No. 1,723,243, issued on October 13, 1992, for the mark INTEL for use in connection with metal key rings, watches, note paper, note cards, posters, microprocessor chip die plot prints as art prints, pencils, ball point pens, ink pens and stationery folders; plastic key chain tags; mugs and water bottles sold empty, jigsaw puzzles, golf balls, golf tees and golf ball markers. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid, subsisting, and incontestable pursuant to 15 U.S.C. § 1065. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit L.

l. Intel is the owner of U.S. Trademark Registration No. 1,725,692, issued on October 20, 1992, for the mark INTEL for use in connection with, among other things, sport bags, gym bags and carry-on bags; towels, and clothing. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid, subsisting, and incontestable pursuant to 15 U.S.C. § 1065. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit M.

m. Intel is the owner of U.S. Trademark Registration No. 2,194,121 issued on October 6, 1998, for the mark INTEL for use in connection with printed materials, namely, books, magazines, newsletters, journals, operating manuals, users guides, pamphlets, and

brochures about, for use with and directed to users of, computer operating system software; computer operating programs; computer system extensions; computer system tools; computer system utilities; computer application software; computer firmware; computer hardware; computer peripherals; computer components; integrated circuits; integrated circuit chips; semiconductor processors; semiconductor processor chips; microprocessors; printed circuit boards; electronic circuit boards; computer memory devices; semiconductor memory devices; video circuit boards; audio circuit boards; audio-video circuit boards; video graphic accelerators; multimedia accelerators; video processors; fax/modems; computer hardware and software for the transmission and receipt of facsimiles; computer hardware and software for the development, maintenance, and use of local and wide area computer networks; computer hardware and software for the development, maintenance, and use of interactive audio-video computer conference systems; computer hardware and software for the receipt, display, and use of broadcast video, audio, and digital data signals; and computer hardware and software for development, testing, programming, and production of hardware and software. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit N.

n. Intel is the owner of U.S. Trademark Registration No. 2,251,962 issued on June 8, 1999, for the mark INTEL for use in connection with clocks, belt buckles, jewelry, charms, cuff links, earrings, key chains, necklaces, bracelets, necktie fasteners, lapel pins, money clip pendants, piggy banks, tie pins, trophies and watches. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit O.

o. Intel is the owner of U.S. Trademark Registration No. 2,251,961 issued on June 8, 1999, for the mark INTEL for use in connection with binders, bookends, boxes for pens, calendars, tablets, note cards and playing cards, self-adhesive pads, desk pads, and calendar pads,

pens, pencils, folders, paperweights, pen and pencil holders, photograph stands, rulers, erasers, markers, desk sets, and desk organizers. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit P.

p. Intel is the owner of U.S. Trademark Registration No. 2,250,491 issued on June 1, 1999, for the mark INTEL for use in connection with travel bags, luggage, school bags, back packs, beach bags, duffel bags, fanny packs, and umbrellas. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit Q.

q. Intel is the owner of U.S. Trademark Registration No. 2,254,525 issued on June 15, 1999, for the mark INTEL for use in connection with T-shirts, shirts, beachwear, loungewear, sweaters, sweatshirts, sweat suits, coveralls, jackets, ties, headwear, cardigans, gym suits, hats, jogging suits, neckties, polo shirts, scarves and infant rompers. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit R.

r. Intel is the owner of U.S. Trademark Registration No. 2,261,531 issued on July 13, 1999, for the mark INTEL for use in connection with toys, namely, stuffed toys, toys, plush toys, dolls, bean bags, games, namely board games, stand alone video games, and Christmas tree ornaments. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit S.

s. Intel is the owner of U.S. Trademark Registration No. 2,276,580 issued on September 7, 1999 for the mark INTEL for use in connection with mugs and sports bottles. This

registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit T.

12. In addition to using INTEL as a trade name and a trademark, Intel also owns a family of trademarks that incorporate INTEL as a prominent component of the mark. For example, in late 1990 and early 1991, Intel developed and launched a cooperative advertising and licensing program referred to as the “Intel Inside Program.” As part of this program, Intel adopted and began to use the trademarks INTEL INSIDE and INTEL INSIDE & SWIRL Logo through licensees for products such as personal desktop computers, laptop computers and workstations that actually include genuine Intel microprocessors. Among Intel’s many thousands of OEM (“Original Equipment Manufacturers”) licensees worldwide are giants of the computer industry such as Dell, Gateway, Hewlett-Packard, IBM, and Sony. As early as 1992, Intel invested \$50 million for advertising to support this very successful licensing and cooperative advertising program. Following upon the creation and launch of the Intel Inside Program, in late 1992 and early 1993, was Intel’s well-publicized launch of its famous PENTIUM trademark which was supported by additional extensive advertising by Intel and its licensees. The INTEL and INTEL INSIDE trademarks were prominently associated with the launch of the PENTIUM mark. Since the Intel Inside program’s launch, Intel’s OEM licensees have advertised and sold many billions of dollars worth of computer products bearing the INTEL INSIDE & SWIRL Logo mark. Intel itself has spent billions of dollars advertising the INTEL and INTEL INSIDE marks. In fact, in 2002 alone, Intel spent approximately \$1.7 billion on advertising and Intel’s licensees spent over \$400 million. Through extensive advertising and promotion by Intel and its licensees, advertisements reflecting the INTEL and INTEL INSIDE marks have created an estimated hundreds of billions of impressions.

13. Intel is the owner of numerous U.S. trademark registrations for the mark INTEL INSIDE, including the following:

a. Intel is the owner of U.S. Registered Trademark No. 1,702,463, issued on July 21, 1992, for the INTEL INSIDE & SWIRL Logo for use in connection with microprocessors. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid, subsisting, and incontestable pursuant to 15 U.S.C. § 1065. Intel uses the notice of registration, “®,” with its INTEL INSIDE & SWIRL Logo mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit U.

b. Intel is the owner of U.S. Trademark Registration No. 1,705,796, issued on August 4, 1992, for the mark INTEL INSIDE for use in connection with microprocessors. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid, subsisting, and incontestable pursuant to 15 U.S.C. § 1065. Intel uses the notice of registration, “®,” with its INTEL INSIDE mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit V.

c. Intel is the owner of U.S. Registered Trademark No. 2,179,209, issued on August 4, 1998, for the INTEL INSIDE mark for use in connection with various computer related products, including computer operating system software, computer operating programs, audio and video graphics, computer firmware, computer hardware, integrated circuits, microprocessors, printed circuit boards, computer memory devices, video circuit boards, audio-video circuit boards, video graphic accelerators, video processors, computer hardware and software for the development, maintenance, and use of local and wide area computer networks, computer hardware and software for the development, maintenance, and use of interactive audio-video computer conference systems, and computer hardware and software for the receipt, display, and use of broadcast video, audio, and digital data signals. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL INSIDE & SWIRL Logo mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit W.

d. Intel is the owner of U.S. Registered Trademark No. 2,188,280 issued on September 8, 1998, for the INTEL INSIDE & SWIRL Logo for use in connection with computer

products including computer operating system software, computer operating programs, audio and video graphics, computer hardware, integrated circuits, microprocessors, printed circuit boards, electronic circuit boards, computer memory devices, video circuit boards, audio-video circuit boards, video graphic accelerators, multimedia accelerators, video processors, computer hardware and software for the development, maintenance, and use of interactive audio-video computer conference systems, and computer hardware and software for the receipt, display, and use of broadcast video, audio, and digital data signals. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL INSIDE & SWIRL Logo mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit X.

e. Intel is the owner of U.S. Trademark Registration No. 2,451,273, issued on May 15, 2001, for the INTEL INSIDE & SWIRL Logo for use in connection with products including computers, computer hardware, software for use in operating and maintaining computer systems, microprocessors, integrated circuits, computer peripherals and electronic apparatus for use with computers, video apparatus, video circuit boards, apparatus and equipment for recording, processing, receiving, reproducing, transmitting, modifying, compressing, decompressing, broadcasting, merging and/or enhancing sound, video images, graphics, and data, and computer programs for recording processing, receiving, reproducing, transmitting, modifying, compressing, decompressing, broadcasting, merging, and/or enhancing sound, video, images, graphics, and data. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL INSIDE mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit Y.

f. Intel is the owner of U.S. Trademark Registration No. 2,198,880 issued on October 20, 1998, for the mark INTEL INSIDE for use in connection with printed materials, namely, books, magazines, newsletters, journals, operating manuals, users guides, pamphlets, and brochures about, for use with, and directed to users of, computer operating system software;

computer operating programs; computer system extensions; computer system tools; computer system utilities; computer application software; computer firmware; computer hardware; computer peripherals; computer components; integrated circuits; integrated circuit chips; semiconductor processors; semiconductor processor chips; microprocessors; printed circuit boards; electronic circuit boards; computer memory devices; semiconductor memory devices; video circuit boards; audio circuit boards; audio-video circuit boards; video graphic accelerators; multimedia accelerators; video processors; fax/modems; computer hardware and software for the transmission and receipt of facsimiles; computer hardware and software for the development, maintenance, and use of local and wide area computer networks; computer hardware and software for the development, maintenance, and use of interactive audio-video computer conference systems; computer hardware and software for the receipt, display, and use of broadcast video, audio, and digital data signals; and computer hardware and software for development, testing, programming, and production of hardware and software. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL INSIDE mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit Z.

g. Intel is the owner of U.S. Trademark Registration No. 2,250,492 issued on June 1, 1999, for the mark INTEL INSIDE for use in connection with travel bags, luggage, school bags, back packs, beach bags, duffel bags, and fanny packs. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL INSIDE mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit AA.

h. Intel is the owner of U.S. Trademark Registration No. 2,261,580 issued on July 13, 1999, for the mark INTEL INSIDE for use in connection with toys, namely, stuffed toys, plush toys, dolls, bean bags, games, namely, board games, stand alone video games, and Christmas ornaments. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its

INTEL INSIDE mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit BB.

i. Intel is the owner of U.S. Trademark Registration No. 2,256,061 issued on June 22, 1999, for the mark INTEL INSIDE for use in connection with mugs and sports bottles. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL INSIDE mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit CC.

j. Intel is the owner of U.S. Trademark Registration No. 2,252,046 issued on June 8, 1999, for the mark INTEL INSIDE for use in connection with T-shirts, shirts, beachwear, loungewear, sweatshirts, sweat suits, coveralls, jackets, ties, headwear, cardigans, gym suits, hats, jogging suits, neckties, polo shirts and infant rompers. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL INSIDE mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit DD.

k. Intel is the owner of U.S. Trademark Registration No. 2,289,657 issued on October 26, 1999, for the mark INTEL INSIDE for use in connection with binders, boxes for pens, tablets, note cards and playing cards, self-adhesive pads, desk pads, and calendar pads, pens, pencils, folders, photograph stands, rulers, and markers. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL INSIDE mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit EE.

l. Intel is the owner of U.S. Trademark Registration No. 2,289,658 issued on October 26, 1999, for the mark INTEL INSIDE for use in connection with clocks, jewelry, charms, cuff links, earrings, key chains, necklaces, bracelets, necktie fasteners, lapel pins, money clips, pendants, tie slides and watches. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration,

“®,” with its INTEL INSIDE mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit FF.

m. Intel is the owner of U.S. Trademark Registration No. 2,547,565 issued on March 12, 2002, for the mark INTEL INSIDE & SWIRL Logo for use in connection with computer-related and communications-related services, namely, support and consulting services for computer-related and communications-related goods; providing information in the field of computer technology via the global computer network; providing on-line publications, namely, books, brochures, white papers, catalogs and pamphlets in the fields of computer and information technology; designing and developing standards for others in the design and implementation of computer software, computer hardware and telecommunications equipment; computer software, computer hardware and network design services. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, “®,” with its INTEL INSIDE & SWIRL Logo mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit GG.

n. Intel is the owner of U.S. Trademark Registration No. 2,194,122 issued on October 6, 1998, for the mark INTEL INSIDE & SWIRL Logo for use in connection with printed materials, namely, books, magazines, newsletters, journals, operating manuals, users guides, pamphlets, and brochures about, for use with and directed to users of, computer operating system software; computer operating programs; computer system extensions; computer system tools; computer system utilities; computer application software; computer firmware; computer hardware; computer peripherals; computer components; integrated circuits; integrated circuit chips; semiconductor processors; semiconductor processor chips; microprocessors; printed circuit boards; electronic circuit boards; computer memory devices; semiconductor memory devices; video circuit boards; audio circuit boards; audio-video circuit boards; video graphic accelerators; multimedia accelerators; video processors; fax/modems; computer hardware and software for the transmission and receipt of facsimiles; computer hardware and software for the development, maintenance, and use of local and wide area computer networks; computer

hardware and software for the development, maintenance, and use of interactive audio-video computer conference systems; computer hardware and software for the receipt, display, and use of broadcast video, audio, and digital data signals; and computer hardware and software for development, testing, programming, and production of hardware and software. This registration, duly and legally issued by the United States Patent and Trademark Office, is valid and subsisting. Intel uses the notice of registration, "®," with its INTEL INSIDE & SWIRL Logo mark pursuant to 15 U.S.C. § 1111. A copy of this registration is attached hereto as Exhibit HH.

14. Intel owns many other trademark registrations for its family of INTEL-based marks including: INTEL TEAMSTATION, INTEL STRATAFLASH, INTEL INSIDE PENTIUM PROCESSOR & Design, INTEL QUICK WEB TECHNOLOGY, INTEL SPEEDSTEP, INTEL XEON, INTEL INSIDE XEON, INTEL INSIDE PENTIUM!!! & Design and INTEL NETBURST. Copies of these registrations or evidence thereof are attached hereto as Exhibits II through QQ.

15. Further, Intel currently has a number of pending applications to federally register trademarks containing the mark INTEL. These trademarks include: INTEL XSCALE, INTEL INBUSINESS, WITH INTEL OPTIMIZERS & Design, INTEL NETSTRUCTURE, INTEL NETMERGE, and INTEL INSIDE CENTRINO.

16. Through its extensive use of the INTEL mark and trade name, Intel also owns common law trademark rights in its INTEL trademark and trade name for all of the goods and services and activities identified herein.

17. Intel maintains an Internet site on the World Wide Web at the address <http://www.intel.com>. Intel has used its trade name and trademark as an Internet address in order to make it easy for customers to locate Intel's web site, and to identify that the web site is owned by Intel. Intel's web site features the INTEL mark, INTEL INSIDE mark, INTEL INSIDE & SWIRL Logo mark and Intel's many other INTEL composite marks. The Intel web site receives millions of "hits" per week.

18. As a consequence of the extensive sales under, and advertising, promotion, and use of the INTEL and INTEL composite marks, Intel has developed enormous recognition for its products and services under the INTEL mark and has acquired and enjoys an immensely valuable reputation and tremendous goodwill under the mark. The INTEL mark is world renowned, and is a “famous” mark for purposes of 15 U.S.C. § 1125(c)(1).

IV. DEFENDANT’S BUSINESS

19. On information and belief, Defendant uses the INTELSOURCE mark, name and domain name in connection with advertising services, focusing on web-based services such as e-commerce consulting, web site design, and interactive multimedia production.

20. The INTELSOURCE mark wholly incorporates the world famous INTEL trademark, with the addition of SOURCE, a generic word implying that Intel is the source of the services provided under the name and mark. Furthermore, this mark is presented as “IntelSource,” with a capital “S” in “Source” stressing that the mark is merely the combination of the world-famous mark “INTEL” and the generic element “SOURCE.”

21. Shortly after learning of IntelSource’s infringing use, Intel sent IntelSource a cease and desist letter asking that it cease its infringement of the INTEL mark. Defendant failed to respond to this first letter and, in fact, failed to respond to Intel’s second and third letter as well. Only once outside counsel for Intel tracked down IntelSource by phone did IntelSource finally respond that it would not change its mark, name or domain name. This response came seven months after Intel sent its first letter. Intel then spent the next year trying to explain its position and to amicably resolve this matter. On nearly 10 different occasions, Intel engaged in settlement negotiations with Defendant without achieving a resolution. Finally, Intel sent on April 4, 2003 one last explanatory letter, Intel’s counter offer and a draft copy of the complaint, in a final effort to settle the dispute. Defendant failed to respond. Since April 4, 2003 outside counsel for Intel has phoned IntelSource multiple times to discuss Intel’s counter offer and its willingness to still settle the matter. Defendant failed to respond to every phone call.

22. Despite these numerous attempts to amicably resolve the dispute, Defendant refuses to respond to Intel's letters and phone calls, persists in using the INTELSOURCE mark, name, and domain name for services, and refuses to voluntarily change its mark, name and domain name, leaving Intel no choice but to file this Complaint.

**FIRST CAUSE OF ACTION
TRADEMARK INFRINGEMENT (15 U.S.C. § 1114)**

23. Intel realleges and incorporates herein by reference the matters alleged in Paragraphs 1 through 22 of this Complaint.

24. IntelSource either had actual notice and knowledge, or had constructive notice, of Intel's ownership and registrations of the INTEL mark pursuant to 15 U.S.C. § 1072 prior to IntelSource's adoption and use of the INTELSOURCE mark, trade name, and domain name.

25. Upon information and belief, IntelSource was aware of Intel's business and its INTEL mark and registrations prior to the adoption and use of the INTELSOURCE mark, trade name and domain name in connection with the advertising, marketing, and sale of its services under that mark.

26. Upon information and belief, IntelSource deliberately and willfully used and is using the INTELSOURCE mark, trade name and domain name in connection with the advertising, marketing, and sale of Defendant's services in an attempt to trade on the enormous goodwill, reputation, and selling power established by Intel under the INTEL mark.

27. Upon information and belief, IntelSource has advertised, or caused to be advertised, services under the INTELSOURCE mark, trade name and domain name in interstate commerce.

28. Upon information and belief, the services advertised, marketed, and sold by IntelSource under the INTELSOURCE mark, trade name and domain name are moving and will continue to move through the same channels of trade, and are being advertised and will continue to be advertised through the same channels of advertising, and to the same consumers, as Intel's goods and services that are sold and promoted under the INTEL and INTEL composite marks.

29. Intel has not consented to IntelSource's use of the INTELSOURCE mark, trade name, or domain name.

30. IntelSource's unauthorized use of the INTELSOURCE mark, trade name and domain name falsely indicates to consumers that IntelSource's services are in some manner connected with, sponsored by, affiliated with, or related to Intel, Intel's licensees, and the products and services of Intel and Intel's licensees.

31. IntelSource's unauthorized use of the INTELSOURCE mark, trade name and domain name also causes consumers to be confused as to the source, nature and quality of the services that IntelSource is promoting, distributing and selling under the INTELSOURCE mark, trade name and domain name.

32. IntelSource's unauthorized use of the INTELSOURCE mark, trade name and domain name in connection with the advertising, marketing, distribution and sale of its services allows, and will continue to allow, IntelSource to receive the benefit of the goodwill established at great labor and expense by Intel and to gain acceptance of IntelSource's services under the INTELSOURCE designation, trade name and domain name, not based on the merits of those services, but on Intel's reputation and goodwill.

33. IntelSource's unauthorized use of the INTELSOURCE mark, trade name and domain name in connection with the advertising, marketing, distribution and sale of its services deprives Intel of the ability to control the consumer perception of the quality of the goods and services marketed under the INTEL mark, and places Intel's valuable reputation and goodwill in the hands of IntelSource, over whom Intel has no control.

34. The aforementioned activities of IntelSource are likely to cause confusion, or to cause mistake, or to deceive consumers or potential consumers wishing to purchase Intel's products and services.

35. The aforementioned acts of IntelSource constitute federal trademark infringement in violation of 15 U.S.C. § 1114.

36. The intentional nature of the aforementioned acts of IntelSource makes this an exceptional case pursuant to 15 U.S.C. § 1117(a).

37. Intel has been, is now, and will be irreparably injured and damaged by IntelSource's trademark infringement insofar as the public has been and/or is deceived into believing that the services marketed under the INTELSOURCE mark are connected with, sponsored by, affiliated with, or related to Intel.

38. IntelSource's conduct has damaged Intel and will, unless enjoined by the Court, further impair the value of Intel's name, reputation, and goodwill. This harm constitutes an injury for which Intel has no adequate remedy at law.

**SECOND CAUSE OF ACTION
FALSE DESIGNATION OF ORIGIN (15 U.S.C. § 1125(a))**

39. Intel realleges and incorporates herein by reference the matters alleged in Paragraphs 1 through 38 of this Complaint.

40. IntelSource's unauthorized use of the INTELSOURCE mark, trade name and domain name in connection with the advertising, marketing, distribution and sale of its services falsely suggests that these services are connected with, sponsored by, affiliated with, or related to Intel.

41. IntelSource's unauthorized use of the INTELSOURCE mark, trade name and domain name constitutes a false designation of origin in violation of 15 U.S.C. § 1125(a).

42. The intentional nature of the aforementioned acts of IntelSource makes this an exceptional case pursuant to 15 U.S.C. § 1117(a).

43. Intel has been, is now, and will likely be irreparably injured and damaged by IntelSource's false designation of origin and/or false description insofar as the public has been and/or is induced to believe that IntelSource's services are connected with, sponsored by, affiliated with, or related to Intel.

44. IntelSource's conduct has damaged Intel and will, unless enjoined by the Court, further impair the value of Intel's name, reputation, and goodwill. This harm constitutes an injury for which Intel has no adequate remedy at law.

**THIRD CAUSE OF ACTION
FEDERAL TRADEMARK DILUTION (15 U.S.C. § 1125(c))**

45. Intel realleges and incorporates herein by reference the matters alleged in paragraphs 1 through 44 of this Complaint.

46. The INTEL mark is world-renowned. It is a famous mark that is widely recognized by consumers, businesses and industry, and that identifies the products and services of Intel in the minds of consumers. IntelSource's unauthorized use of the INTELSOURCE mark, trade name, and domain name began after Intel's mark had become famous.

47. IntelSource's unauthorized use of the INTELSOURCE mark, trade name and domain name in connection with the promotion, distribution and sale of its services dilutes, and will continue to dilute, the strength of the INTEL mark, which consumers, businesses and industry now associate with Intel and its products and services.

48. IntelSource's unauthorized use of the INTELSOURCE mark, trade name, and domain name has, and will continue to have, an adverse effect upon the value and distinctive quality of the INTEL mark. The use of the INTELSOURCE mark, trade name and domain name blurs and whittles away at the distinctiveness and identity-evoking quality of the INTEL mark.

49. IntelSource's acts dilute the value of Intel's goodwill in connection with the INTEL mark and to destroy the exclusive association between Intel and its INTEL and INTEL composite marks.

50. IntelSource's acts constitute trademark dilution in violation of 15 U.S.C. § 1125(c).

51. The intentional nature of IntelSource's aforementioned acts makes this an exceptional case pursuant to 15 U.S.C. § 1125(c)(2) and 15 U.S.C. § 1117(a).

52. The aforementioned acts of trademark dilution have caused, and are causing, irreparable injury to Intel. Unless enjoined by this Court, IntelSource will continue to dilute the value of the INTEL mark, causing further irreparable injury to Intel for which there is no adequate remedy at law.

**FOURTH CAUSE OF ACTION
DILUTION UNDER TEXAS LAW
(TEX. BUS. & COM. CODE § 16.29)**

53. Intel realleges and incorporates herein by reference the matters alleged in paragraphs 1 through 52 of this Complaint.

54. By reason of Intel's longstanding and extensive use of its distinctive INTEL mark on a wide variety of products and services, the widespread public identification of that mark with Intel's products and services, and the success of the INTEL brand products and services in the marketplace, the INTEL mark is exceedingly well-known and famous.

55. IntelSource's unauthorized use of the INTELSOURCE mark and trade name has diluted, and is likely to dilute, the distinctive quality of the INTEL mark and trade name in violation of TEX. BUS. & COM. CODE § 16.29.

56. IntelSource willfully intended to trade on Intel's image and reputation and to dilute the INTEL mark, acted with reason to know, or was willfully blind as to the consequences of its actions.

57. IntelSource's wrongful acts have caused and will continue to cause Intel irreparable harm. Intel has no adequate remedy at law for IntelSource's dilution.

58. Intel is entitled to a preliminary and permanent judgment enjoining and restraining IntelSource from engaging in further acts of dilution.

**FIFTH CAUSE OF ACTION
COMMON LAW PASSING OFF AND UNFAIR COMPETITION**

59. Intel realleges and incorporates herein by reference the matters alleged in paragraphs 1 through 58 of this Complaint.

60. Intel owns and has used the term INTEL as a distinctive trade name and trademark throughout the United States and the world in connection with a wide variety of goods and services for more than 30 years. The INTEL mark and name are valid trademarks under state common law.

61. IntelSource's unauthorized use of the INTELSOURCE mark and trade name constitutes infringement of the INTEL mark in violation of the common law of Texas.

62. IntelSource's wrongful acts have caused and will continue to cause Intel irreparable harm. Intel has no adequate remedy at law.

63. Intel is entitled to a preliminary and permanent judgment enjoining and restraining IntelSource from engaging in further acts of infringement.

PRAYER FOR RELIEF

WHEREFORE, Intel prays for relief as follows:

1. A judgment, pursuant to 28 U.S.C. § 2201, declaring that IntelSource, its officers, agents, servants, employees, and representatives and all other persons, firms or corporations in active concert or participation with them, be preliminarily and thereafter permanently enjoined and restrained from (1) using in any manner the INTEL mark, or any name, mark or domain name that wholly incorporates the INTEL mark or is confusingly similar to or a colorable imitation of this mark, including, without limitation, the INTELSOURCE mark, trade name and domain name; (2) doing any act or thing calculated or likely to cause confusion or mistake in the minds of members of the public, or prospective customers of Intel's products or services, as to the source of the products or services offered for sale, distributed, or sold, or likely to deceive members of the public, or prospective customers, into believing that there is some connection between IntelSource and Intel; and (3) committing any of the acts which will tarnish, blur, or dilute, or have the tendency to tarnish, blur, or dilute the distinctive quality of the famous INTEL mark;

2. A judgment ordering IntelSource, pursuant to 15 U.S.C. § 1116(a), to file with this Court and serve upon Intel within thirty (30) days after entry of the injunction, a report in

writing under oath setting forth in detail the manner and form in which IntelSource has complied with the injunction, removed all sales of services under the INTELSOURCE mark from its web site at www.intelsource.com, and implemented adequate and effective means to discontinue sales of services under the INTELSOURCE mark;

3. A judgment ordering IntelSource, pursuant to 15 U.S.C. § 1118, to deliver up for destruction, or to show proof of said destruction or sufficient modification to eliminate the infringing matter, all articles, packages, wrappers, products, displays, labels, signs, circulars, kits, packaging, letterheads, business cards, advertisements, promotional items, literature, sales aids, receptacles or other matter in the possession, custody, or under the control of IntelSource or its agents or distributors bearing the trademark INTEL in any manner, or any mark that is confusingly similar to or a colorable imitation of this mark, including without limitation the INTELSOURCE mark and trade name, both alone and in combination with other words or terms including the intelsource.com domain name, and all plates, molds, matrices, and other means of making the same;

4. A judgment that IntelSource account for and disgorge to Intel all of the profits realized by IntelSource, or others acting in concert or participating with IntelSource, resulting from IntelSource's acts of trademark infringement, false designation of origin, trademark dilution, and unfair competition, all relating to IntelSource's use of the INTELSOURCE mark, trade name and domain name;

5. A judgment, as to all Counts, awarding compensatory and punitive damages suffered plus interest, in an amount to be determined;

6. A judgment that Intel be awarded three times IntelSource's profits from its use of the INTELSOURCE mark, or three times Intel's damages, whichever is greater, together with its reasonable attorneys' fees pursuant to 15 U.S.C. § 1117(a) and (b);

7. A judgment that Intel recover the costs of this action plus interest;

8. A judgment ordering Defendant to take all steps necessary to remove IntelSource Solutions, LLC from the Secretary of State and otherwise make all steps necessary to change IntelSource's name; and

9. A judgment that Intel be granted such other and further relief as the Court deems just and proper.

Dated: July 3, 2003

Respectfully submitted,

By: Sam Baxter

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